



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**

Ground Floor, Secretariat Building, PICC  
City Of Pasay, Metro Manila

COMPANY REG. NO. 99905

**CERTIFICATE OF FILING  
OF  
AMENDED ARTICLES OF INCORPORATION**

**KNOW ALL PERSONS BY THESE PRESENTS:**


This is to certify that the amended articles of incorporation of the

**PHILIPPINE REALTY AND HOLDINGS CORPORATION**  
(Amending Article IV (term of existence) thereof)

copy annexed, adopted on March 16, 2021 by majority vote of the Board of Directors and on June 30, 2021 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 19<sup>th</sup> day of January, Twenty Twenty Two.

  
DANIEL P. GABUYO  
Assistant Director  
SO No. 1188 Series of 2018

# COVER SHEET

for Applications at  
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

9 9 9 0 5

Former Company Name

P H I L I P P I N E R E A L T Y A N D H O L D I N G S  
C O R P O R A T I O N

AMENDED TO:  
New Company Name

Principal Office (No./Street/Barangay/City/Town)Province)

O N E B A L E T E 1 B A L E T E D R I V E C O R .  
N . D O M I N G O S T . B R G Y . K A U N L A R A N  
Q U E Z O N C I T Y

ZIP CODE

COMPANY INFORMATION

Company Email Address

mark.ramos@philrealty.com.ph

Company's Telephone Number/s

8631-3179

Mobile Number

+639175096326

CONTACT PERSON INFORMATION

*The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation*

Name of Contact Person

ATTY. REX P. BONIFACIO

Email Address

acpastelero@pastelerolaw.com

Telephone Number/s

8634-6486 to 88

Mobile Number

09065046740

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor	Date	Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

- Corporate and Partnership Registration Division
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

**AMENDED<sup>1</sup>**

**ARTICLES OF INCORPORATION**

**OF**

**PHILIPPINE REALTY AND HOLDINGS CORPORATION**

**KNOW ALL MEN BY THESE PRESENTS:**

That we, all of age, citizens and residents of the Philippines, have this day voluntarily associated ourselves for the purpose of forming a corporation in accordance with the laws of the Philippines.

**AND WE HEREBY CERTIFY:**

**FIRST.** – That the name of the said corporation shall be:

**PHILIPPINE REALTY AND HOLDINGS CORPORATION**

**SECOND.** – That the purpose or purpose for which said corporation is formed are as follows:

**PRIMARY PURPOSE**

To deal, engage, invest, and transact, directly or indirectly, in all forms of business and mercantile acts and transactions concerning all kinds of real property, including but not limited to the acquisition, development, utilization, and disposition of residential, industrial, and commercial property and concerning all kinds of personal property, including but not limited to technical and industrial equipment and machineries, commercial paper and documents, securities, evidences of indebtedness, instruments of value, and other forms of obligations, services, and all rights to personal properties;

**SECONDARY PURPOSE**

(1) To borrow or raise money for fund for the purpose of the corporation, and in pursuance thereof, to issue any mortgages, hypothecations, deeds of trust, debentures, bonds liens or obligations of the corporation, either at par or premium, secured by all or any part of the undertakings, revenues, rights, and properties of the corporation and to exchange or vary from time to time any such securities;

(2) To carry on a general mercantile and commercial business, buying or otherwise acquiring, holding, importing, and exporting, selling and otherwise disposing, and dealing in goods, wares, merchandise, or anything of any nature, natural or artificial, which is or may become an article of commerce;

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<sup>1</sup> As last amended by a majority vote of the directors and the vote of the stockholders owning or representing at least 2/3 of the outstanding capital stock during at a meeting held on June 30, 2017.

(3) To act as commercial or general agent, except, insurance agent, or factor to undertake the general management or administration of the business, properties and affairs of any person, partnership, firm, company, corporation or association in carrying on, either within or without the Philippines, except management of funds, securities, portfolio and other assets of the corporation, any transaction or negotiation of any business of commercial, manufacturing or other business of commercial, manufacturing or other business of any nature whatsoever and while so acting as such agent, factor or manager, to perform such acts, enter into such contracts and obligations and carry on such transactions as shall tend to promote the best interest of the corporation and of those it represents;

(4) To do a general business as commission merchant, selling agent and factor, conduct, manage and operate the general business of importers and exporters, to make such contracts as may from time to time be required to be made, to deal or traffic in, negotiate, acquire, keep and dispose of commercial or other papers;

(5) To make, produce, manufacture, or to aid in the making, production or manufacturing of any article or articles of any kind whatsoever, except food, drug and cosmetics, or to subject such thing to any process or treatment for the purpose of enhancing its value;

(6) To acquire for itself or in behalf of others, by purchase, or otherwise dispose of the stocks, bonds, debentures, certificates, or other securities of any corporation, domestic or foreign, or the bonds or other obligations and evidences of indebtedness, of any person or persons, in the same manner and extend as juridical persons might, could or would do, and while owner or holder of such stocks, bonds or other securities, to exercise all the rights, powers and privileges appurtenant thereto;

(7) To apply for, obtain, register, lease, license, purchase or otherwise acquire and to hold, use, own, operate, sell, assign, or otherwise dispose of any trademark, trade name, trade secrets, formulae, patents, inventions, copyrights, improvements and processes used in connection with or secured under letters, patents or copyrights, domestic or foreign;

(8) Directly or indirectly, to buy, sell rent, manufacture, install, use, operate, and generally deal in and with machines, mechanisms, devises, apparatus, inventions, gadgets, equipment, and all kinds and types of technical and industrial improvements known to and within the commerce of man;

(9) To make, enter into, execute, ratify, confirm, sign, undertake, and perform contracts, or any all kinds and descriptions with any person, firm or corporations, whether governmental, public or private, without limit as to amount and conditions, including but not by way of limitations contracts creating rights, encumbrances, liens, easements, servitudes and other privileges respecting any of the property of any kind owned by the corporation; and

(10) To do all such other things and acts as are necessarily or impliedly included, incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried on and indirectly, to enhance the value of or render profitable any business of the corporation, always provided that nothing shall be done in connection with any of the above objects which is prohibited by any of the laws of the Philippines now or hereafter existing, and provided further that the funds of the corporation invested for one

purpose shall not be diverted for another purpose except in accordance with Section 17-1/2 of the Corporation Law as amended.

(11) To deal, engage, invest and transact, directly or indirectly, in all forms of business and mercantile acts and transactions concerning the exploration for and development of gas properties through local and foreign service contracts for petroleum, gas and oil.<sup>2</sup>

(12) To invest, directly or indirectly, in the financial institutions, including but not limited to, banks and insurance companies.<sup>3</sup>

**THIRD.** – That the place where the principal office of the corporation is to be established is One Balete, 1 Balete Drive Corner N. Domingo Street, Brgy. Kaunlaran, District 4, Quezon City, 1111 (As amended on June 30, 2017)

**FOURTH.** – That the term for which the Corporation is to exist is perpetual.<sup>4</sup>

**FIFTH.** – That the names, nationalities and residence of the incorporators of said corporation are as follows:

Name	Nationality	Residences
MIGUEL CAMPOS	Filipino	19 Ipil Road, Forbes Park, Malate, Metro Manila
GERARDO LANUZA <sup>5</sup>	Spanish	211 Swallow Dr. Murphy, Quezon City
IRVING I. ACKERMAN	American	839 Pasay Road, Makati, Metro Manila
PABLO SON KEG PO	Filipino	839 Pasay Road, Makati, Metro Manila
ALFREDO WIENEKE	Filipino	Apt. 6A, Polaris 40 Condo. Polaris cor. Caseras Sts., Makati, Metro Manila
ERNESTO RUFINO, JR.	Filipino	29 Banaba Road, Forbes Road, Makati, Metro Manila
CORAZON V. LANUZA	Filipino	211 Swallow Dr. Murphy, Quezon City

**SIXTH.**<sup>6</sup> – That the number of directors of the Corporation shall be ELEVEN (11) and that the names and residences of the directors who are to serve until their successors are elected and qualified provided by the by-laws are as follows:

Name	Nationality	Residences
MIGUEL CAMPOS	Filipino	19 Ipil Road, Forbes Park, Malate, Metro Manila
GERARDO LANUZA <sup>7</sup>	Spanish	211 Swallow Dr. Murphy, Quezon City
IRVING I. ACKERMAN	American	839 Pasay Road, Makati, Metro Manila
PABLO SON KENG PO	Filipino	839 Pasay Road, Makati, Metro Manila
ALFREDO WIENEKE	Filipino	Apt. 6A, Polaris 40 Condo. Polaris cor. Caseras Sts., Makati, Metro Manila
ERNESTO RUFINO, JR.	Filipino	29 Banaba Road, Forbes Road, Makati, Metro Manila

<sup>2</sup> As amended on June 30, 1994 per SEC Certificate dated February 22, 1995.

<sup>3</sup> Ibid.

<sup>4</sup> As amended by the Board of Directors on March 16, 2021 and by the shareholders representing at least 2/3 of the outstanding capital stock during the Annual Stockholders' Meeting conducted via video conference on June 30, 2021.

<sup>5</sup> Erroneously referred to as Gerardo Lanuca.

<sup>6</sup> As Amended on May 31, 1988.

<sup>7</sup> Erroneously referred to as Gerardo Lanuca.

CORAZON V. LANUZA	Filipino	211 Swallow Dr. Murphy, Quezon City
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**SEVENTH.**<sup>8</sup> – That the capital stock of said corporation is EIGHT BILLION PESOS (₱8,000,000,000.00), Philippine Currency, and divided into SIXTEEN BILLION (16,000,000,000.00) shares of the par value of FIFTY CENTAVOS (₱0.50) each.

No stockholder shall have the right to purchase or subscribe to any additional share of the capital stock of the corporation whether such shares are now or hereafter authorized.

The Board of Directors may, from time to time and for a purpose necessary or desirable for the corporation to establish joint ventures, reciprocal rights agreement, and other arrangements to carry out the purpose of the corporation, sell, allocate, dispose of other otherwise transfer and convey shares of the capital stock of the corporation.

**EIGHTH.** – That the amount said capital stock which has been actually subscribed is FIVE HUNDRED TWENTY FIVE THOUSAND PESOS, (₱525,000.00), and the following persons have subscribed for the number of shares and the amount of capital stock set out after their respective names:

NAME	NUMBER OF SHARES	AMOUNT SUBSCRIBED
MIGUEL CAMPOS	75,000	₱75,000.00
GERARDO LANUZA	75,000	75,000.00
IRVING ACKERMAN	75,000	75,000.00
ALFREDO WIENEKE	75,000	75,000.00
PABLO SON KENG PO	75,000	75,000.00
ERNESTO RUFINO, JR.	75,000	75,000.00
CORAZON V. LANUZA	75,000	75,000.00
<b>TOTAL</b>	<b>525,000</b>	<b>₱525,000.00</b>

**NINTH.** – That the following persons have paid for the shares of capital stock for which they have subscribed, the amount set out after their respective names:

NAME	AMOUNT SUBSCRIBED
MIGUEL CAMPOS	₱20,000.00
GERARDO LANUZA	20,000.00
IRVING ACKERMAN	20,000.00
ALFREDO WIENEKE	20,000.00
PABLO SON KENG PO	20,000.00
ERNESTO RUFINO, JR.	20,000.00

**TENTH.** – That **IRVING I. ACKERMAN** has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and shall have duly qualified in accordance with the bylaws and that, as such Treasurer, he has been authorized to receive for the corporation all subscriptions paid in by the subscribers and to receipt in its name for the same.

<sup>8</sup> As amended by the Board of Directors on April 18, 2018 and by the shareholders representing at least 2/3 of the outstanding capital stock during the Annual Stockholders' Meeting held on July 23, 2018.

**ELEVENTH.** – That no transfer of stock which will reduce the ownership of Filipino citizens to less than the percentages of the capital stock as may be required by law shall be allowed or permitted to be recorded in the proper books of the Corporation and this restriction shall be indicated in all stock certificates of the Corporation.<sup>9</sup>

IN WITNESS WHEREOF, we signed this instrument of corporation at Makati, Metro Manila, Metro, Philippines this 30<sup>th</sup> day of June 1981.

(SGD.) MIGUEL V. CAMPOS

(SGD.) GERARDO LANUZA, JR.

(SGD.) IRVING I. ACKERMAN

(SGD.) PABLO SON KENG PO

(SGD.) ALFREDO WIENEKE

(SGD.) ERNESTO RUFINO, JR.

(SGD.) CORAZON V. LANUZA

With my marital consent:

(SGD.) GERARDO LANUZA, JR.

SIGNED IN THE PRESENCE OF:

(SGD.) ILLEGIBLE

(SGD.) ILLEGIBLE

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<sup>9</sup>As amended by the Board of Directors on January 10, 1994 and the Stockholders on January 28, 1994.

**ACKNOWLEDGEMENT**

REPUBLIC OF THE PHILIPPINES    )  
MAKATI, METRO MANILA            ) S.S.

At Makati, Metro Manila, Philippines, this 7<sup>th</sup> day of July, 1981, personally came and appeared before me:

Mr. Miguel Campos with Residence Certificate No. 19726215 and issued at Manila on February 11, 1981;

Mr. Gerardo Lanuza, Jr. with Residence Certificate No. 8476121 and issued at Makati, Metro Manila on February 26, 1981;

Mr. Irving I. Ackerman with Residence Certificate No. 14275745 and issued at Makati, Metro Manila on February 10, 1981;

Mr. Pablo Son Keng Po with Residence Certificate No. 7905 and issued at Manila on January 16, 1981;

Mr. Alfredo Wieneke with Residence Certificate No. 8486542 and issued at Makati, Metro Manila on January 13, 1981;

Mr. Ernesto Rufino with Residence Certificate No. 754677 and issued at Manila on March 3, 1981; and

Mrs. Corazon V. Lanuza with Residence Certificate No. 8476121 and issued at Makati, Metro Manila on February 26, 1981.

to me known and known to be the same persons who executed the foregoing Articles of Incorporation of the Philippine Realty and Holdings Corporation and they all acknowledged to me that the same is their free and voluntary act and deed.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my notarial seal on the date and at place above-written.

**(SGD.) ATTY. BENJAMIN A. ALBA**  
Notary Public  
Until December 31, 1989  
PTR No. 256424  
Manila - January 11, 1989  
TAN 1070-548-7

Doc No. 355  
Page No. 72  
Book No. XCIX  
Series of 1989.



**DIRECTOR'S CERTIFICATE**



KNOWL ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the Board of Directors and the Corporate Secretary of PHILIPPINE REALTY AND HOLDINGS CORPORATION, do hereby certify that the ARTICLES OF INCORPORATION of said corporation was amended by a majority vote of the directors at a regular meeting held via videoconference on March 16, 2021, and the vote of stockholders representing at least two-third (2/3) of the outstanding capital stock at a Stockholders' Meeting conducted virtually through videoconference on June 30, 2021 at the principal office of the Corporation.

The amended provisions of the attached Amended Articles of Incorporation refer to ARTICLE FOUR (Corporate Term).


WE FURTHER CERTIFY that attached Amended Articles of Incorporation is true and correct copy thereof.

In witness whereof, we have hereunto signed this certificate this NOV 02 2021, 2021 at ASIG CITY day of \_\_\_\_\_.


  
GERARDO O. LANUZA, JR.  
Chairman Emeritus  
TIN: 121-199-566

  
ANTONIO O. OLBES  
Vice Chairman Emeritus  
TIN: 101-887-103

  
GERARDO DOMENICO ANTONIO V. LANUZA  
Chairman of the Board  
TIN: 243-616-771

  
RENATO G. NUÑEZ  
Vice Chairman of the Board &  
Independent Director  
TIN: 110-182-328

  
ALFREDO S. DEL ROSARIO, JR.  
President and Chief Executive Officer  
TIN: 108-160-980

  
EDMUNDO C. MEDRANO  
Executive Vice President and  
Chief Operating Officer and  
Treasurer  
TIN: 134-515-229

  
JOMARK O. AROLLADO  
Independent Director  
TIN: 243-447-217

  
ALFONSO MARTIN E. EIZMENDI  
Independent Director  
TIN: 108-170-119

  
ATTY. REX P. BONIFACIO  
Corporate Secretary  
TIN: 236-070-936

Republic of the Philippines )  
**PASIG CITY** ) SS.

SUBSCRIBED AND SWORN to before me this NOV 02 2021 2021  
in PASIG CITY by the above-named persons who exhibited to me their respective Tax  
Identification Nos. indicated below their names.

NOTARY PUBLIC

Doc. No. 62 ;  
Page No. 14 ;  
Book No. I ;  
Series of 2021.

  
**FIDEL R. RACASA**  
Appointment No. 112(2021-2022)  
Notary Public for and in Pasig City  
Until December 31, 2022  
Suite E-1503 Phil. Stock Exchange Centre  
Exchange Road, Ortigas Center, Pasig City  
Roll of Attorney's No. 35603  
PTR No. 6514755; 01-11-21; Pasig City  
IBP No. 134215 Feb. 24, 2020; Rizal  
MCLE Compliance No. VII-0002442/02-24-2020